

# **NATIONAL FITTINGS LIMITED**

*Registered Office: 112, Madhapur Road, Kaniyur Village,  
Karumathampatti (via), Coimbatore - 641 659*

*CIN No: L29199TZ1993PLC008034 Tel : +91 99432 93000 / 99439 93001  
email : nationalfittingsltd@gmail.com web : www.nationalfitting.com*

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

**To: The Members,**

**NOTICE** is hereby given to the shareholders of National Fittings Limited (“the Company”) pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and pursuant to other applicable laws and regulations, read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, that the Resolutions as set out hereunder are proposed to be passed by the shareholders through Postal Ballot and Remote Electronic Voting (“e-voting”).

The Explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts concerning each Resolutions are annexed hereto.

### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr Anil Kumar Agarwal as Director**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED** that Mr Anil Kumar Agarwal (DIN No: 01105477), be and hereby is appointed as Director of the Company, liable to retire by rotation.”

#### **2. Appointment of Mr Arpit Agarwal as Director**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED** that Mr Arpit Agarwal (DIN No: 07218632), be and hereby is appointed as Director of the Company, liable to retire by rotation.”

#### **3. Appointment of Mr Arpit Agarwal as Managing Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**“RESOLVED** that pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the said Act and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded

for the appointment of Mr Arpit Agarwal (DIN: 07218632) as Managing Director of the Company with effect from 18th October, 2025 with the following terms of appointment."

Term	Five years with effect from 18th October, 2025
Salary	No Salary

**4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:**

**"RESOLVED** that pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the said Act and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr Jayaram Govindarajan (holding DIN : 02178416) as Joint Managing Director of the Company with effect from 18th October, 2025 with the following terms of appointment."

Term	Three years with effect from 18th October, 2025
Salary	Rs. 3,50,000/- per month
Perquisites	Perquisites as detailed below are allowed in addition to Salary. However, Perquisites shall be restricted to 50% of salary per annum

**'CATEGORY A'**

i) Medical Reimbursement	Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years.
ii) Leave and Leave Travel Concession:	Leave as per Rules of the Company. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company.
iii) Club Fees	Fees of Clubs subject to a maximum of two clubs. This will not include life membership and admission fees.
iv) Personal Accident Insurance	Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.25,000/-
v) Health Insurance	The Health Insurance/Medical Policy for an amount, the annual premium of which does not exceed Rs.75,000/-

**'CATEGORY B'**

i) Gratuity	Gratuity payable shall not exceed one half month's salary for each completed year of service subject to a ceiling of Rs.100,000/-
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**'CATEGORY C'**

i) Car	Provision of Car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company. In addition, if he employs his own car the company will provide him lease rent.
ii) Telephone	Provision of telephone at residence will not be considered as perquisites but personal long distance calls shall be billed by the Company.
iii) Entertainment Expenses	Reimbursement of entertainment expenses actually and properly incurred for the purpose of the business of the Company subject to a reasonable ceiling as may be fixed from time to time by the Company."

**"RESOLVED** further that where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Joint Managing Director such remuneration as minimum remuneration as may be prescribed in Section II of Part II of the Schedule V to the Companies Act, 2013, from time to time."

## 5. Reclassification of the status of Mr A V Palaniswamy from Promoter to 'Public' Shareholder

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**"RESOLVED** that in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to necessary approvals from such statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for reclassification of the status of Mr A V Palaniswamy from Promoter to "Public" Shareholder:

Name of Shareholder	Type	No. of Shares held	% of Paid up Capital
A V Palaniswamy	Promoter	Nil	Nil

**RESOLVED** further that pursuant to provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, Mr A V Palaniswamy, Promoter has confirmed that he shall not:

- i) hold more than 10% of the fully paid up equity share capital and voting rights of the Company;:
- ii) exercise control over the affairs of the Company, directly or indirectly;
- iii) have any special rights through formal or informal arrangements including through any shareholder agreements;
- iv) be represented on the Board of Directors (including not having a nominee director) of the Company;
- v) act as a key managerial personnel in the Company;

and shall at all times with respect to i, ii, iii and for three years with respect to iv, v from the date of such reclassification, continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from Promoter to "Public" Shareholder;

**RESOLVED** further that as required under the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, Mr A V Palaniswamy, Promoter has further confirmed that he is neither a 'willful defaulter' as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

**RESOLVED** further that the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and to execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

## 6. To approve material related party transaction with related parties

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

**"RESOLVED** that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of SEBI (LODR) Regulations, 2015 consent of the members of the Company be and is hereby accorded to the Company to enter into any contract or arrangements with related parties M/s. Banil Castings Private Limited and M/s Avisa Private Limited, companies in which Directors holding substantial shareholdings, in respect of

- (i) sale, purchase or supply of any goods or materials
- (ii) selling or otherwise disposing of, or buying, leasing of property of any kind
- (iii) availing or rendering of any services
- (iv) appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property
- (v) availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company
- (vi) reimbursement of any transaction or any other transaction of whatever nature

**RESOLVED** further that the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and to execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

/ By order of the Board /

Place : Coimbatore  
Date : 18.10.2025

For NATIONAL FITTINGS LIMITED  
**Sd/- Jayaram Govindarajan**  
DIN No. 02178416  
Managing Director

**Notes:**

1. In Compliance with MCA Circulars, the Company will send Postal Ballot Notice only through electronic mode to all its shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agents (in case of physical shareholding) or Depository Participants (in case of electronic shareholding) and the communication of assent / dissent of the members will only take place through the remote electronic voting system. In addition, this Notice is also displayed on the Company's website [www.nationalfitting.com](http://www.nationalfitting.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Resolution(s) is annexed herewith.
3. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 21st November, 2025 (Cut-off date).

The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions for e-voting are annexed to this Notice.

4. Members whose names appear on the Register of Members / List of Beneficial Owners as on 21st November, 2025 (Cut- off date) will alone be entitled for the e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

5. Resolution passed by the Members through Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. Members are advised to read carefully the voting process and instructions appended here under before casting their vote.
7. The remote e-voting shall commence on Tuesday, November 25, 2025, at 9:00 a.m. (IST) and shall end on Wednesday, December 24, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The vote in this Postal Ballot remote electronic voting system cannot be exercised through proxy.
8. The Board of Directors have appointed Mr B Krishnamoorthy, Chartered Accountant (Membership No. 20439) as Scrutinizer for conducting the Postal Ballot Voting through the remote electronic voting system, in a fair and transparent manner.
9. The Scrutinizer will unblock the votes on December 24, 2025 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
10. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorized by Chairman, on December 25, 2025 at 04:00 PM at the Registered Office of the Company at S F No: 112, Madhapur Road, Kaniyur Village, Karumathampatti (via), Coimbatore - 641659. The results of the e-voting-by Postal Ballot will be posted on the website of the Company [www.nationalfitting.com](http://www.nationalfitting.com) and the results will be intimated to BSE Ltd where the shares of the Company are listed.

Additionally, the results of the voting by Postal Ballot will be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The decision of the Scrutinizer on the validity of Postal Ballot Forms and any other related matter shall be final.

11. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.
12. All documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at S F No: 112, Madhapur Road, Kaniyur Village, Karumathampatti (via), Coimbatore - 641659 during office hours on all working days between 09.30 AM and 05.30 PM.

## **EXPLANATORY STATEMENT**

### **(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 to 6 of the accompanying Notice:

In terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment/re-appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of those appointments, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations for item Nos 1 & 2.

#### **Item No. 1: Appointment Mr Anil Kumar Agarwal as Director**

Mr Anil Kumar Agarwal was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board of Directors at the meeting held on 18.10.2025 under Section 149 (1) of the Companies Act;

The Company has, in terms of Section 160 of the Companies Act, 2013 received a notice in writing from a member proposing his candidature for the office of Director.

It is proposed to appoint him as Director of the Company under the Category of Non-Executive Non-Independent Director liable to retire by rotation.

Mr Anil Kumar Agarwal is an industrialist, having Bachelor Degree in Mechanical Engineering and having 30 years of production and marketing experience in foundry management. He is Managing Director of Himgiri Castings Private Limited and Director in Banil Castings Private Limited.

Mr Anil Kumar Agarwal is related to Mr Arpit Agarwal and he is the father of Mr Arpit Agarwal. Except that he is not related to any other Director of the Company. The relevant particulars concerning Mr Anil Kumar Agarwal as required are set out in the statement attached to the Notice.

Except Mr Anil Kumar Agarwal none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

#### **Item No. 2: Appointment Mr Arpit Agarwal as Director**

Mr Arpit Agarwal was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board of Directors at the meeting held on 18.10.2025 under Section 149 (1) of the Companies Act;

The Company has, in terms of Section 160 of the Companies Act, 2013 received a notice in writing from a member proposing his candidature for the office of Director.

It is proposed to appoint him as Director of the Company under the Category of Executive Director liable to retire by rotation.

Mr Arpit Agarwal is an industrialist, having Bachelor Degree in Mechanical Engineering and having 7 years of production and marketing experience in foundry management. He is Managing Director of Himgiri Castings Private Limited and Director in Banil Castings Private Limited.

Mr Arpit Agarwal is related to Mr Anil Kumar Agarwal and he is son of Mr Anil Kumar Agarwal. Except that he is not related to any other Director of the Company. The relevant particulars concerning Mr Anil Kumar Agarwal as required are set out in the statement attached to the Notice.

Except Mr Arpit Agarwal none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

Your Board recommends that the above two appointments be confirmed by the members of the Company.

#### **Item No. 3: Appointment of Managing Director, Mr Arpit Agarwal**

The Board of Directors had appointed Mr Arpit Agarwal as Managing Director for a period of five (5) years with effect from 18.10.2025 subject to compliance of applicable provisions of the Companies Act, 2013 and subject to the approval of the members of the Company on the terms and conditions detailed in the resolution.

Mr Arpit Agarwal is an industrialist, having Bachelor Degree in Mechanical Engineering and having 7 years of production and marketing experience in foundry management. He is Managing Director of Himgiri Castings Private Limited and Director in Banil Castings Private Limited.

His appointment will strengthen the company in achieving the best production and marketing levels.

Considering the need to have a Managing Director your Board has appointed Mr Arpit Agarwal as Managing Director.

Except Mr Arpit Agarwal none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

Your Board recommends that his appointment be confirmed by the members of the Company.

#### **Item No. 4: Appointment of Joint-Managing Director, Mr Jayaram Govindarajan**

The Board of Directors had appointed Mr Jayaram Govindarajan as Joint-Managing Director for a period of three (3) years with effect from 18.10.2025 subject to compliance of applicable provisions of the Companies Act, 2013 and subject to the approval of the members of the Company on the terms and conditions detailed in the resolution

Mr Jayaram Govindarajan is a management student with more than 20 years of experience in manufacturing and operations across the world. His appointment will strengthen the company in achieving best production and marketing levels. Hence your Board has appointed Mr Jayaram Govindarajan as Joint-Managing Director.

Except Mr Jayaram Govindarajan none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

Your Board recommends that his appointment be confirmed by the members of the Company.

#### **Item No. 5: Reclassification of the status of Mr A V Palaniswamy from Promoter to 'Public' Shareholder**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), has provided a regulatory mechanism for reclassification of the status of Promoter or Promoter Group Shareholder to 'Public' Shareholder.

The Board of Directors had received an application dated 18.10.2025 from Mr. A V Palaniswamy, who is the Promoter holding –Nil- equity shares to re-classify himself as Public Shareholder.

As he sold his entire shareholding to M/s Himgiri Castings Private Limited along with Persons acting in Concert he made this application.

The Board of Directors after considering the sale of his entire shareholding as a valid reason, took note of above application and approved the same vide resolution passed at the meeting dated 18.10.2025 to proceed with the process of reclassification of the status of Mr A V Palaniswamy, the Outgoing Promoter Shareholder from

“Promoter” to “Public” Shareholder subject to approval of shareholders of the Company and other appropriate statutory authorities, as may be necessary.

A certified true copy of the resolution passed by the Board of Directors at their meeting held on 18.10.2025 is enclosed as Annexure I.

Details of Outgoing Promoter Shareholder are as follows:

Name of Shareholder	Type	No. of Shares held	% of Paid up Capital
A V Palaniswamy	Promoter	Nil	Nil

Vide the application of Mr. A V Palaniswamy the Outgoing Promoter Shareholder, has confirmed that he:

- a. Does not hold more than 10% of the fully paid-up equity share capital and voting rights of the Company;
- b. Does not exercise control over the affairs of the listed entity directly or indirectly;
- c. Does not have any special rights through formal or informal agreements and shareholding agreements;
- d. Does not represent on the Board of Directors (including as a nominee director) of the Company;
- e. Does not act as a key managerial personnel in the Company.

and shall at all times from the date of such reclassification, continue to comply with conditions a, b, c and for three years with conditions d,e above and also conditions mentioned under Regulation 31A of SEBI (LODR) Regulations, 2015, post reclassification from “Promoter” to “Public” Shareholder.

Further, the Outgoing Promoter Shareholder has confirmed in his individual capacity that he is neither a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines nor a fugitive economic offender.

Further, Board confirms that the Company post this reclassification:

- a. will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015;
- b. Trading in Company’s shares has not been suspended by stock exchange and
- c. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchange or depositories.

Except Mr A V Palaniswamy none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the members by way of an ordinary resolution

#### **Item No. 6: Related Party Transactions**

Section 188 of the Companies Act, 2013, read with relevant rules and SEBI (LODR) Regulations state that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis.

The Company entered into transactions with the parties as provided in Resolution No. 6, from time to time, at the agreed terms. And on acquisition of substantial shareholding in our Company on 18.10.2025 the Directors Mr Anil Kumar Agarwal and Arpit Agarwal who are holding substantial shareholding in M/s. Banil Castings Private Limited and M/s Avisa Private Limited made the Companies as related parties. The Board of Directors

acknowledge and approve the same at their meeting on 18.10.2025 and though the transactions are in the ordinary course of business & are at arm's length basis they put up the same for members' approval as an abundant caution.

Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

A)	1	Name of the related Party	Banil Castings Private Limited
		Nature of the relationship:	Mr Anil Kumar Agarwal & Arpit Agarwal are the Common Directors and having substantial shareholdings

Nature of Contracts, arrangements, transactions	Purchase	Sales
Duration	N.A	N.A.
Salient Feature	Rough Iron Castings	Consumables
Date of Board Approval	18.10.2025	18.10.2025
Amount	5,84,00,736/-	68,215/-
Amount Paid as advance	NIL	NIL

Except Mr Anil Kumar Agarwal & Arpit Agarwal none of the Directors of the Company or Key Managerial Personnel and their Relatives have any interest, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the members by way of an ordinary resolution.

#### **Details of Director seeking appointment / re-appointment**

Name of the Director	Mr Jayaram Govindarajan	Mr Anil Kumar Agarwal	Mr Arpit Agarwal
Date of Birth	06.09.1979	19.03.1961	08.12.1992
Date of Appointment	14.12.2016	18.10.2025	18.10.2025
Qualification	Degree in Industrial Relations and Computer Application Information Systems; MBA.	Bachelor Degree in Mechanical Engineering	Bachelor Degree in Mechanical Engineering
Expertise in specific functional areas	He has over 20 years of extensive multi-faceted experience in manufacturing, start-up management and operations across the world.	He is an industrialist having 30 years of production and marketing experience in foundry management.	He is an industrialist having 7 years of production and marketing experience in foundry management.
Relation of other Directors of the Company	He is not a relation to any other Directors of the Company	He is the father of Mr Arpit Agarwal and except that he is not a relation to any other Directors of the Company	He is son of Mr Anil Kumar Agarwal and except that he is not a relation to any other Directors of the Company

Name of the Director	Mr Jayaram Govindarajan	Mr Anil Kumar Agarwal	Mr Arpit Agarwal
Directorship held in other companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> <li>(i) Women's Center and Hospitals Private Ltd</li> <li>(ii) Center for Perinatal Care Private Ltd</li> <li>(iii) Dark System India Private Ltd</li> <li>(iv) Shiva Tex Yarn Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Banil Castings Private Limited</li> <li>(ii) Avisa Private Limited</li> <li>(iii) Himgiri Castings Private Limited</li> <li>(iv) Udbhav Properties Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Banil Castings Private Limited</li> <li>(ii) Avisa Private Limited</li> <li>(iii) Himgiri Castings Private Limited</li> </ul>
Memberships / Chairmanships of committees of the Company (includes only Audit Committee and Stakeholders' Relationship Committee)	Member in i) Stakeholders' Relationship Committee	Member in i) Stakeholders' Relationship Committee	Member in i) Audit Committee
Memberships Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	NIL	NIL	NIL
Number of shares held in the company	Nil	9,89,470 (10.89%)	8,65,786 (9.53%)

**Voting Process and Instructions:**

**(A) Voting electronically using NSDL e-Voting system**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <b>www.cDSLindia.com</b> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <b>www.cDSLindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b>www.cDSLindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.com</b> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free no. 1800-21-09911

b) **Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically.**

### ***How to cast your vote electronically on NSDL e-Voting system?***

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)
2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**ANNEXURE I**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NATIONAL FITTINGS LIMITED IN THEIR MEETING HELD ON, SATURDAY, 18<sup>TH</sup> OCTOBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT 112, MADAHAPUR ROAD, KANIYUR VILLAGE, COIMBATORE - 641659**

**Item No: 10: Reclassification of the status of Mr A V Palaniswamy, from Promoter to Public shareholder**

An application was received from Mr. A V Palaniswamy for reclassification of his status from Promoter to Public shareholder who is now holding Nil equity shares as he had sold his entire shareholding to Himgiri Castings Limited along with Persons Acting in Concert.

The Chairman informed the Board that as the sale of entire shareholding is a valid reason the Board was requested to consider his request, which is subject to approvals of the shareholders of the Company and BSE.

The Board noted that Mr A V Palaniswamy in his request letter, has categorically furnished the rationale for his request and moreover he has no role to play in the affairs of the Company, has no special rights, no pecuniary or other interest in the Company directly or indirectly.

After discussion the Board thereafter passed the following resolution unanimously:

**“RESOLVED THAT** the Board of Directors hereby takes on record the Request Letter dated 18.10.2025 received from Mr. A V Palaniswamy Promoter of the Company for reclassification his status to “Public Shareholder”, copy of which is placed before this meeting;

**RESOLVED FURTHER THAT** pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of shareholders of the Company, BSE and other appropriate statutory authorities as may be necessary, the consent of the Board of Directors be and is hereby accorded to proceed with the process of reclassification of status of Mr. A V Palaniswamy from Promoter to “Public Shareholder”

**RESOLVED FURTHER THAT** the Board of Directors hereby takes note that as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Outgoing Promoter Shareholder has confirmed that he shall not:



contd..2

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112, Madhapur Road, Kaniyur, Karumathampatti(Via), Coimbatore - 641 659, Tamilnadu, India.

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- a. hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- b. exercise control over the affairs of the listed entity directly or indirectly
- c. have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to him shall be terminated;
- d. be represented on the Board of Directors (including as a nominee director) of the Company;
- e. act as a key managerial personnel in the Company;

and shall at all times from the date of such reclassification, continue to comply with conditions a, b, c and for three years with conditions d, e.

**RESOLVED FURTHER THAT** the Board of Directors hereby takes note that as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the above-mentioned the Outgoing Promoter Shareholder has further confirmed in his individual capacity that he is neither a 'willful defaulter' as per the Reserve Bank of India Guidelines nor a fugitive economic offender;

**RESOLVED FURTHER THAT** pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors hereby confirms that:

- (i) the Company is and post reclassification, will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
- (ii) Trading in Company's shares has not been suspended by stock exchanges;
- (iii) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchange or depositories;

**RESOLVED FURTHER THAT** the Directors be and are hereby authorized to do all such things and take all such steps and actions including signing certified true copy of the resolution, making of application(s), furnishing of affidavit(s), declaration(s), indemnities, document(s) etc. on behalf of the Company that may be required to be submitted to BSE or any other regulatory authority and to complete all requisite formalities as may be necessary in this regard.

/true copy/

